

# **BYLAWS**

**SIASCONSET CIVIC ASSOCIATION, INC.**

As amended and restated August 7, 2019

## ADOPTION OF BYLAWS

These Amended and Restated Bylaws were ADOPTED AND APPROVED by members on this  
7<sup>th</sup> day of August, 2019.

A handwritten signature in cursive script, reading "Martha J. Polachi", written over a horizontal line.

Martha Polachi, President

A handwritten signature in cursive script, reading "Maggie Nowak Boone", written over a horizontal line.

Maggie Nowak Boone, Secretary-Clerk

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**ARTICLE I. NAME**

This organization shall be known as the Siasconset Civic Association, Inc.

**ARTICLE II. PURPOSE**

**SECTION 1. Mission**

The mission of this Association, organized under Chapter 180 of the Massachusetts General Laws (M.G.L., Chapter 180), is to:

Protect and promote the mutual interests of property owners and residents of that area of Nantucket commonly called the Village of Siasconset;

Preserve the residential and historical character of this village while also promoting betterments and improvements therein; and

Provide a medium through which the residents of Siasconset may meet and discuss matters of common interest affecting their community and the welfare of its constituents.

In furtherance of this mission, the Association's Board of Directors will present the views and concerns of the Association's members to the government of the Town of Nantucket when a majority of the Board deems it appropriate. It will also strive to keep its members apprised of developments and matters that a majority of its Board concludes will have an impact, or a potential impact, on the community as a whole.

**SECTION 2. Nonprofit**

This Association is not organized for profit but rather exclusively for the promotion of the social welfare of the Village of Siasconset, Massachusetts, within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law).

No part of its income or earnings shall inure to or for the benefit of any private individual, except that the Association shall be authorized and empowered to pay

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reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association as set forth herein.

**SECTION 3. Nonpartisan**

The Association shall be nonpartisan and shall not support or oppose any candidate for political office, nor take part in any movement not in keeping with the purposes and mission of the Association. The Association, however, reserves the right to take a position and to express its views on any legislation, ordinance or course of action which in the judgment of the Board of the Association will affect the welfare of its members, and to comment on the actions of individuals and groups whose purposes or actions affect the welfare of the Siasconset community.

**ARTICLE III. MEMBERSHIP**

**SECTION 1. Eligibility for Membership and Voting**

Any person, at least eighteen (18) years old, who owns real property or resides, seasonally or otherwise, in the "Membership Area" as defined in Section 2 of this Article, or who is granted the right of membership by action of the Board of Directors, may become a member of this Association upon the payment of annual membership dues and any assessments as may be levied by the Board.

While more than one person may be part of a household membership at the discretion of the Board of Directors, whereby multiple members of the household are deemed members of the Association, no more than two members of the household shall be entitled to vote on matters brought to vote at meetings of members.

**SECTION 2. Membership Area**

The Membership Area shall consist of Siasconset and its environs, defined to be the area bounded by the North, East, and South by the shore line of Nantucket Island and on the West by a straight line running from the eastern edge of Sesachacha Pond to the eastern edge of Tom Nevers pond.

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## **SECTION 3. Membership Dues and Assessments**

The amount of annual membership dues shall be determined by the Board of Directors, subject to approval by members at a general membership meeting as part of the budget approval process.

The Board may, from time to time, levy assessments to be paid by members. Membership in the Association will be contingent upon the timely payment of the annual membership dues and any assessments levied.

## **SECTION 4. Termination of Membership**

Failure to timely pay membership dues and any assessments levied will suspend or terminate a membership unless an exception is made by the Board of Directors for good cause.

A member who has paid membership dues and any assessments levied by the Board may only be expelled by a vote of membership consistent with M.G.L. Chapter 180, Section 18.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **SECTION 1. Regular Meetings of Members**

There will be at least two meetings of members of the Association each year, one on a weekday in July and one on a weekday in August. Both meetings shall be held in Siasconset, the specific date, time and location to be determined by the Board of Directors.

At each of these meetings, the President will report on the activities of the Association during the previous year and relate plans and goals for the coming year; the Treasurer will report on the finances of the Association; other officers and Directors will make reports as deemed appropriate by the President and the Board; and members will be given the opportunity to raise new issues and concerns during an open forum.

Officers and Directors will be nominated and elected, and a budget for the next Fiscal Year will be presented to membership for approval, at the July meeting, unless a

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quorum of members is not present, in which case the elections will be held, and the budget presented to membership for approval, at the August meeting of members.

## **SECTION 2. Notice of Regular Meetings**

Reasonable notice of the time and place of each meeting of members shall be given to each member. Such notice need not specify the purposes of the meeting or be given more than seven (7) days in advance of the meeting, unless otherwise required by law, the Articles of Organization of the Association, or these Bylaws.

Notice shall be given by posting a notice on the public bulletin board(s) in Siasconset, providing information on the Association's website (if any), and sending an electronic communication to all members for which the Association has an email address.

## **SECTION 3. Special Meetings of Members**

Other meetings of members, in addition to the regular meetings required above, may be called by the President or a simple majority of the Board of Directors, whenever such a meeting is deemed warranted. Such call shall state the date, time, place, and purpose of the meeting.

A special meeting of members may also be called upon the written application of members representing at least ten percent (10%) of the number of members constituting a quorum required for a vote on any matter at meetings of members, in which case such meeting will be held as required by M.G.L. Chapter 180, Section 6A.

## **SECTION 4. Quorum**

A quorum for any meeting of members shall consist of at least fifty (50) members who are entitled to vote and who are present in person at the meeting, except when a larger quorum is required by law, the Articles of Organization of the Association, or these Bylaws.

## **SECTION 5. Voting**

At any meeting of members at which a quorum is present, the vote of a simple majority of those members present and eligible to vote shall be sufficient to decide any question

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brought for a vote unless otherwise provided by law, the Articles of Organization of the Association, or these Bylaws.

Members may not vote by proxy, telephone or any other means other than being present in person.

Each member shall have one vote, except that up to two members of a household shall be entitled to vote where membership is through a household membership rather an individual membership.

## **SECTION 6. Attendance and Participation by Non-Members**

Individuals who are not members of the Association may attend member meetings but shall not be entitled to vote.

## **ARTICLE V. BOARD OF DIRECTORS**

### **SECTION 1. Powers**

The policies and affairs of the Association shall be under the direction and control of a Board of Directors, which shall have all the powers of the Association under the applicable laws of the Commonwealth of Massachusetts except those reserved to its members by the Articles of Organization of the Association or these Bylaws.

### **SECTION 2. Composition of the Board**

The Board of Directors shall consist of four (4) Executive Officers (President, Vice President, Treasurer, and Secretary-Clerk) who shall serve on the Board ex officio, and nine (9) Directors, divided into three (3) classes with three (3) Directors in each class.

### **SECTION 3. Term of Office**

- a. **Officers.** The term of office for all Officers shall be one (1) year, with a limit of three (3) consecutive one-year terms in any one position.
- b. **Directors.** The term of office for Directors shall be three (3) years, with a limit of two (2) consecutive three-year terms. The terms of the Directors shall be staggered so that at each election, the terms of at least one-third (1/3) of them shall expire.

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**c. Other Term Limits**

- i. No one can serve on the Board, as either an Officer, a Director, or a combination of both, for more than six (6) consecutive years at a time.
- ii. If an individual has served the maximum number of consecutive terms or years allowed, he or she shall be eligible to be elected to a Board position (Officer or Director) again after one year has passed.

**SECTION 4. Requirements and Qualifications**

Every member of the Board of Directors shall be a member of the Association whose membership dues are paid in full.

The Secretary-Clerk shall be a legal resident of the Commonwealth of Massachusetts unless the Association has a Resident Agent duly appointed for the purpose of accepting service of process.

An individual may not hold more than one Board position at the same time.

**SECTION 5. Nomination and Election of Board Members**

All Officers and at least one class of Directors shall be elected annually by members. In addition, any vacancies in Director positions that have occurred since the previous election shall be filled at the annual election.

At the July meeting of members (or the August meeting if a quorum is not present at the July meeting), the President or the Chair of the Nominating Committee shall submit the names of those persons nominated for the respective positions to be filled.

Nominations shall also be received from the floor by motion, provided that the motion is seconded and each person being nominated states in person or in writing that he or she is willing to serve if elected.

All members of the Board of Directors, including Officers, must be elected by a majority vote of the Members eligible to vote and present in person at the meeting at which the election is held.

The members of the Board of Directors shall, upon election, immediately take office.

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## SECTION 6. Meetings of the Board

- a. **Time and Place.** The Board shall meet in Siasconset at least one week prior to any meeting of members for purposes of planning the agenda. Other regular meetings of the Board may be held at such places and times as the Board may decide. Special meetings of the Board may be called by or at the request of the President, the Treasurer, or any two members of the Board.
- b. **Notice.** Notice of the time and place of any meeting of the Board shall be given at least five (5) days in advance of the meeting in person, by telephone, or by electronic mail or other written notice. Any member of the Board may waive the right to notice of a meeting. The attendance of a Board member at any meeting of the Board shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Organization of the Association, or these Bylaws.
- c. **Quorum.** A majority of Board members then in office shall constitute a quorum at any meeting of the Board. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the postponed meeting may be held at a future time and place without further notice.
- d. **Participation by Telephone or Similar Communication System.** Board members may participate in a Board meeting by conference telephone call or any similar means by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- e. **Action of the Board.** When a quorum is present, the vote of a majority of the Board members voting shall decide any question, unless a greater number is required by law, the Articles of Organization of the Association, or these Bylaws.
- f. **Action by Written Consent Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board may be taken by written consent in lieu of a

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meeting, provided that:

- i. All Board members are given at least five (5) days written notice of the intent to take a vote, to include a clear statement of the specific question(s) to be voted on;
- ii. A majority of Board members then in office consent to the action;
- iii. All votes and all communications related to the vote are as open and transparent as they would be at a meeting; and
- iv. The votes are formally recorded and made a part of the records of the meetings of the Board maintained by the Secretary-Clerk.

Action by written consent shall be treated for all purposes as a vote at a Board meeting.

**SECTION 7. Resignations**

Any member of the Board, including an Executive Officer, may resign at any time by delivering his or her resignation in writing to the President or the Secretary-Clerk. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

**SECTION 8. Removal**

- a. **By Members.** Any member of the Board, including an Executive Officer, may be removed, with or without cause, by the vote of a majority of the members of the Association at a regular or special meeting of members at which a quorum exists.
- b. **By the Board.** Any member of the Board may also be removed by a majority vote of the other members of the Board, but only for cause.

**SECTION 9. Vacancies**

- a. **Executive Officer.** Whenever an Officer vacancy occurs, it shall be filled by the Board without undue delay, from among the remaining Board members, at a regular or special meeting of the Board. The person chosen by the Board shall hold that position for the unexpired term, until a successor is elected by membership at the next regular meeting of members.

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- b. **Director.** Whenever a Director vacancy occurs, the remaining members of the Board may fill it, at a regular or special Board meeting, but is not required to do so unless the number of Directors falls below six (6). If the Board fills a position, the person chosen by the Board shall hold the position for the unexpired term of the Director whom he or she replaced, until a successor is elected by membership at the next regular meeting of members.
- c. The members of the Board shall have and may exercise all their powers notwithstanding the existence of one or more vacancies on the Board.

## **SECTION 10. Conflict of Interest Policy**

The Board of Directors shall adopt and periodically review a conflict of interest policy to protect the Association's interest when the Board is contemplating any transaction or arrangement which may benefit the private interest of a member of the Board, an employee, or an agent.

## **SECTION 11. Compensation**

Members of the Board shall not receive any compensation for serving as Directors or Officers, but shall not be precluded from serving the Association in some other capacity and receiving reasonable compensation for any such services, as long as such compensation is consistent with the Conflict of Interest policy adopted by the Board.

## **SECTION 12. Appointments**

- a. The Board may appoint agents (such as a Resident Agent to receive service of process) and administrative assistants (such as a webmaster and social media manager) as it may deem necessary, and may authorize reimbursement or salary for any such position.
- b. **Nantucket Civic League.** After consultation with the Board, the President shall appoint such number of representatives and alternatives to the Nantucket Civic League as that organization's bylaws permit.
- c. Any member of the Association, appointed by the Board, may represent the Association and express the Board's position at meetings, conferences, or any other

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venue designated by the Board.

**ARTICLE VI. DUTIES OF THE EXECUTIVE OFFICERS**

**SECTION 1. President**

The President shall be the Chief Executive Officer of the Association. As such, he or she shall:

- a. Have general supervision and control of Association business, subject to the direction of the Board of Directors.
- b. Set the agenda for and preside at all meetings of members and meetings of the Board, except as the Board may otherwise determine.
- c. Keep members and the Board informed, through reports at meetings and communications between meetings, about the Association's operations and programs and developments affecting the welfare of the Siasconset community.
- d. Oversee the establishment of the goals and priorities of the Association, subject to input from the Board of Directors and members.
- e. Ensure the assignment of tasks agreed on by the Board not otherwise assigned to an Officer of the Association or to a standing committee, to either Directors, members, ad hoc Committees approved by the Board, agents and assistants approved by the Board, or others, as necessary to accomplish the work of the Association.
- f. Have such other duties as may be prescribed by the Board or these Bylaws.

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**SECTION 2. Vice President**

The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability of the President to act. The Vice President will also have such other duties and powers as may be prescribed by the Board or these Bylaws.

**SECTION 3. Treasurer**

The Treasurer shall serve as the Chief Financial Officer and the Chief Accounting Officer of the Association. As such, he or she shall:

- a. Subject to the direction of the Board of Directors and the requirements of Article X of these Bylaws, have general supervision and control of the Association's financial affairs.
- b. Keep accurate and complete records of all current and historical accounts and transactions of the Association, in such form as to disclose the amounts and sources of all revenues received and the amounts and purposes of all funds disbursed.
- c. Be responsible for the oversight, safeguarding, receipt, and disbursement of all funds of the Association in accordance with these Bylaws and directions from the Board of Directors.
- d. Regularly monitor and compare actual revenues and expenses incurred against the annual budgets approved by the Board and membership.
- e. Report on the financial status of the Association at all meetings of the Board and all meetings of members, to include the balance in all accounts as well as income and expenditures as compared to the approved budget.
- f. Prepare and file, or oversee the preparation and filing of, all financial reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other government agencies.

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- g. In consultation with the President and subject to modification by the Board of Directors, prepare an Annual Budget for each fiscal year to present for approval by members.
- h. Be responsible for ensuring that complete and accurate membership records are maintained in the records of the Association.
- i. Have such other duties as may be prescribed by the Board or these Bylaws.

### **SECTION 4. Secretary-Clerk**

The Secretary-Clerk shall:

- a. Act as recording secretary at all meetings of members and the Board or, if unable to attend, delegate this duty to another Board member.
- b. Prepare minutes for all member and Board meetings and submit them for approval by the Board.
- c. Determine whether a quorum is present at Board and member meetings and ensure voting is conducted according to procedures adopted by the Board.
- d. Serve as the legal custodian of all non-financial books and records of the Association, including all meeting minutes, a record of all votes taken by written consent in lieu of a meeting, official correspondence, and the original (or attested copies) of the Association's past and current Articles of Organization and Bylaws.
- e. Maintain a list of present Board members that includes the date each member's term ends as well as all previous Board positions held by each member, if any, with the dates those positions were held.
- f. Arrange for proper and timely notice of all meetings pursuant to the requirements of these Bylaws.

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- g. At the direction of the President, draft official correspondence.
- h. Working in conjunction with other Officers or Directors, arrange for the collection of all mail addressed to the Association and distribution of same to the appropriate Board member.
- i. Accept legal service of process for the Association unless a Resident Agent has been duly appointed by the Board for that purpose.
- j. Have such other duties as may be prescribed by the Board or these Bylaws.

**ARTICLE VII. COMMITTEES**

**SECTION 1. Nominating Committee**

Prior to each annual election, the Board of Directors shall appoint a Nominating Committee comprised of three (3) Board members (one of whom shall serve as Chair of the Committee) and two (2) non-Board members.

This Nominating Committee shall be responsible for recommending persons, having determined that they are willing to serve if elected, to be nominated by or on behalf of the Board for election as Officers and Directors and shall submit its recommendations in writing to the Board at least ten (10) days prior to the meeting of members at which the election will be held.

**SECTION 2. Ad Hoc Committees**

An ad hoc Audit Committee and an ad hoc Bylaws Committee shall be created periodically as required by Article X and Article XII of these Bylaws.

The Board of Directors shall have the power to appoint such other ad hoc committees as it may deem advisable from time to time, such as committees for membership development and outreach, beautification, infrastructure, safety, and other areas that mirror the mission of the Association.

Members may also propose and vote on the establishment of other ad hoc committees.

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All such ad hoc committees shall serve in an advisory capacity only, to make recommendations to the Board. Committee members shall not make representations on behalf of the Association, commit the Association or Board to doing anything, or make any expenditures without the prior approval of the Board.

All committee members must be members of the Association and shall serve at the pleasure of the Board and under its supervision. The Chair of each committee shall be a member of the Board of Directors.

## **SECTION 3. Agents of the Association**

Those serving on a Committee of the Association shall be deemed to be agents of the Association for purposes these Bylaws.

## **ARTICLE VIII. PERSONAL LIABILITY, IDEMNIFICATION, AND INSURANCE**

### **SECTION 1. Personal Liability**

The members, directors, officers, employees, and agents of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Association may only look to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Association.

In addition, Board members shall not be liable for the performance of their duties if they act in good faith and in a manner they believe to be in the best interests of the Association, and with such care as an ordinarily prudent person in a similar position would use, in accordance with M.G.L. Chapter 180, Section 6C.

### **SECTION 2. Indemnification**

#### **a. General**

The Association shall indemnify anyone who is or was a director, officer, employee, or agent of the Association (hereinafter referred to individually as "indemnitee"),

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As amended and restated on August 7, 2019

and heirs, executors and administrators of the indemnitee, against all liabilities and expenses reasonably incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such director, officer, employee, or agent of the Association.

Notwithstanding the foregoing, no indemnification shall be provided for:

- i. Any transaction in which the director, officer, employee, or agent's personal financial interest is in conflict with the financial interests of the corporation.
- ii. Acts which involve intentional misconduct or intentional violation of law.
- iii. Acts not in good faith for which the director, officer, employee, or agent would not be immune from liability under M.G.L. Chapter 180, Section 6C.
- iv. A payment in settlement of a proceeding, or threat of a proceeding, if the Board concludes that the settlement was not in the best interests of the Association based entirely on an evaluation of the legal risks by independent legal counsel.

The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any agreement or resolution of the Board of Directors-

### b. **Expenses**

Expenses (including reasonable attorney's fees) incurred in defending an action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, provided that the indemnitee agrees in writing to repay such amount if it is ultimately determined that such indemnitee is not entitled to be indemnified hereunder.

### **SECTION 3. Insurance**

- a. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Association would have the power or obligation to indemnify such person against

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such liability under this Article.

- b. If the Board so directs, the Treasurer shall be bonded at the Association's expense.

**ARTICLE IX. BOOKS AND RECORDS**

The Association shall keep correct and complete books and records pursuant to the duties assigned to the Treasurer and the Secretary-Clerk in Article VI.

Every member of the Association and every person who has an interest in its funds shall be entitled to examine its books and records at such place and time as agreed to by the Board.

**ARTICLE X. FINANCES OF THE ASSOCIATION**

**SECTION 1. Use of Funds**

Any funds raised, borrowed, or received by the Association will only be used to accomplish the purposes stated in the Articles of Organization of the Association and these Bylaws.

In the event of the dissolution of the Association, its funds will be distributed to a charitable or non-profit organization of Nantucket, Massachusetts, in accordance with an order of the Superior Court of the Commonwealth of Massachusetts sitting in and for the County of Nantucket.

**SECTION 2. Fiscal Year**

Except as otherwise determined by the Board of Directors, the fiscal year of the Association shall be January 1 through December 31.

**SECTION 3. Annual Budget**

Each year, at one of the regular meeting of members, an annual budget for the next fiscal year, approved by the Board of Directors, will be presented for approval by membership.

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All expenditures must be within the budget approved by members, unless otherwise approved by two-thirds of Board members.

**SECTION 4. Deposit, Investment, and Custody of Funds**

All funds of the Association shall be deposited to the credit of the Association in such accounts and at such banks or other depositories approved by the Board of Directors.

The terms of these accounts shall provide that checks may be signed by the President, the Vice President, or the Treasurer. The Board from time to time may establish limitations requiring more than one signature on checks of a certain nature.

**SECTION 5. Audits**

At the direction of the Board of Directors or the members, an audit of the financial affairs and all financial accounts of the Association shall be conducted periodically, at least once every five (5) years. An ad hoc Audit Committee, comprised of members nominated by the Nominating Committee and elected by members at a regular or special meeting, shall conduct the audit and produce an Audit Report with findings and recommendations or, with the approval of the Board, retain an independent auditor to do so. If an independent auditor is retained, the Audit Committee shall review his or her report and recommend its approval or modification to the Board. The Board shall review the Audit Report and take any action deemed necessary.

**ARTICLE XI. EXECUTION OF PAPERS**

**SECTION 1. Execution of Instruments**

Unless otherwise provided by these Bylaws or determined by the Board of Directors, all deeds, leases, contracts, assignments, instruments of transfer, proxies, and other instruments, whether or not under seal, and all checks, acceptances, promissory notes, bills of exchange, and other instruments for the payment of money shall be signed by the President, the Vice President, or the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Association by the President, Vice President, or Treasurer shall be binding on the Association in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the Articles of

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Organization, these Bylaws, or resolutions or votes of the Board.

**SECTION 2. Evidence of Authority**

A certificate by the Secretary-Clerk as to any action taken by the members, the Board of Directors, or any Officer or representative of the Association shall be conclusive of evidence of such action.

**ARTICLE XII. AMENDMENTS**

**SECTION 1. Articles of Organization**

The Articles of Organization of the Association may be amended by vote of two-thirds (2/3) of its members at any regular or special meeting of members, provided that the requirements of M.G.L. Chapter 180, Section 7 are met.

**SECTION 2. Bylaws**

These Bylaws may be repealed or amended by majority vote at any annual or special meeting of members, provided that notice of such proposed action has been given at a previous meeting of members as required by M.G.L. Chapter 180, Section 17. Such repeal or amendment or adoption shall not take effect until it has been approved by the Commonwealth of Massachusetts as conformable to law.

A formal review of the Bylaws will be undertaken periodically, at least once every five (5) years, to ensure continued compliance with applicable federal and state law and that they are in the best interests of the Association. The review shall be conducted by an ad hoc Bylaws Committee, to be comprised of members nominated by the Nominating Committee and elected by members at a regular or special meeting. This committee shall submit its recommendations for any changes to the Board of Directors.